

**SH02**

Notice of consolidation, sub-division, redemption of shares or re-conversion of stock into shares

**Companies House**

✓ What this form is for
You may use this form to give notice of consolidation, sub-division, redemption of shares or re-conversion of stock into shares.

✗ What this form is NOT for
You cannot use this form to give notice of a conversion of shares into stock.

For further information, please refer to our guidance at www.gov.uk/companieshouse

1 Company details

Company number 1 1 1 0 4 6 3 5

Company name in full HANSA HOLDCO LIMITED

→ Filling in this form

Please complete in typescript or in bold black capitals.

All fields are mandatory unless specified or indicated by *

2 Date of resolution

Date of resolution ^d 2 ^d 1 ^m 1 ^y 2 ^y 0 ^y 2 ^y 0

3 Consolidation

Please show the amendments to each class of share.

Class of shares (E.g. Ordinary/Preference etc.)	Previous share structure		New share structure	
	Number of issued shares	Nominal value of each share	Number of issued shares	Nominal value of each share
SEK PREFERENCE SHARES	10	EUR 0.001	1	EUR 0.01

4 Sub-division

Please show the amendments to each class of share.

Class of shares (E.g. Ordinary/Preference etc.)	Previous share structure		New share structure	
	Number of issued shares	Nominal value of each share	Number of issued shares	Nominal value of each share

5 Redemption

Please show the class number and nominal value of shares that have been redeemed. Only redeemable shares can be redeemed.

Class of shares (E.g. Ordinary/Preference etc.)	Number of issued shares	Nominal value of each share

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Re-conversion

Please show the class number and nominal value of shares following re-conversion from stock.

New share structure

Value of stock	Class of shares (E.g. Ordinary/Preference etc.)	Number of issued shares	Nominal value of each share

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Statement of capital

Complete the table(s) below to show the issued share capital. It should reflect the company's issued capital following the changes made in this form.

Please use a Statement of Capital continuation page if necessary.

Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

Currency Complete a separate table for each currency	Class of shares E.g. Ordinary/Preference etc.	Number of shares	Aggregate nominal value (£, €, \$, etc) Number of shares issued multiplied by nominal value	Total aggregate amount unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium
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Currency table A

EUR	ORDINARY SHARES	201	2.01	
	SEK PREFERENCE SHARES	1	0.01	
Totals		202	2.02	NIL

Currency table B

GBP	PBA	1	1.00	
Totals		1	1.00	NIL

Currency table C

NOK	NOK PREFERENCE SHARES	1	0.01	
Totals		1	0.01	NIL

Totals (including continuation pages)

Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
204	€2.02+£1+NOK0.01	NIL

❶ Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.

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Statement of capital (prescribed particulars of rights attached to shares)^①

Please give the prescribed particulars of rights attached to shares for each class of share shown in the share capital tables in **Section 7**.

Class of share

Ordinary

Prescribed particulars^①

Holders shall receive dividends pro rata to the number of shares held by them. Holders have the right to receive notice of and to attend, speak and vote at any general meeting, save that in respect of any general meeting at which a director is elected or removed, holders shall only be entitled to exercise 75% of the total number of votes. Holders are entitled to a sum equal to the issue price in respect of each share of which they are a holder on a return of capital, reduction of capital or otherwise.

Class of share

PBA

Prescribed particulars^①

Holders shall receive dividends as and when declared by the board of directors. Holders shall not have the right to receive notice of and speak and vote at any general meeting, except for a general meeting at which a resolution to elect or remove a director will be proposed. Holders are entitled to a sum equal to the issue price in respect of each share of which they are a holder on a return of capital, reduction of capital or otherwise.

Class of share

SEK Preference Shares

Prescribed particulars^①

Holders shall received dividends pro rata to the number of shares held by them. Holders shall not be entitled to receive notice of or attend and vote at any general meeting of the company. The shares are redeemable at the option of the holder. Holders are entitled to a sum equal to the issue price in respect of each share of which they are a holder on a return of capital, reduction of capital or otherwise, and together with the holders of the NOK Preference Shares, rank ahead of the other classes.

① Prescribed particulars of rights attached to shares

The particulars are:

- particulars of any voting rights, including rights that arise only in certain circumstances;
- particulars of any rights, as respects dividends, to participate in a distribution;
- particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

A separate table must be used for each class of share.

Please use a Statement of capital continuation page if necessary.

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Signature

I am signing this form on behalf of the company.

Signature

Signature

X



X

This form may be signed by:

Director^②, Secretary, Person authorised^③, Administrator, Administrative Receiver, Receiver, Receiver manager, CIC manager.

② Societas Europaea

If the form is being filed on behalf of a Societas Europaea (SE) please delete 'director' and insert details of which organ of the SE the person signing has membership.

③ Person authorised

Under either section 270 or 274 of the Companies Act 2006.

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Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name	EDMUND HAXBY									
Company name	FRESHFIELDS BRUCKHAUS									
	DERINGER LLP									
Address	100 BISHOPSGATE									
Post town	LONDON									
County/Region										
Postcode	E	C	2	P		2	S	R		
Country	UNITED KINGDOM									
DX										
Telephone	+44 20 7427 3959									



Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The company name and number match the information held on the public Register.
- ☐ You have entered the date of resolution in Section 2.
- ☐ Where applicable, you have completed Section 3, 4, 5 or 6.
- ☐ You have completed the statement of capital.
- ☐ You have signed the form.



Important information

Please note that all information on this form will appear on the public record.



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales:

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.

For companies registered in Scotland:

The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post).

For companies registered in Northern Ireland:

The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG.
DX 481 N.R. Belfast 1.



Further information

For further information, please see the guidance notes on the website at www.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse

Statement of capital

Complete the table below to show the issued share capital.
Complete a separate table for each currency.

[illegible]

SH02 - continuation page

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8	Statement of capital (prescribed particulars of rights attached to shares) ^①	
Class of share	NOK PREFERENCE SHARES	
Prescribed particulars	Holders shall received dividends pro rata to the number of shares held by them. Holders shall not be entitled to receive notice of or attend and vote at any general meeting of the company. The shares are redeemable at the option of the holder. Holders are entitled to a sum equal to the issue price in respect of each share of which they are a holder on a return of capital, reduction of capital or otherwise, and together with the holders of the SEK Preference Shares, rank ahead of the other classes.	

① Prescribed particulars of rights attached to shares
The particulars are:

- a. particulars of any voting rights, including rights that arise only in certain circumstances;
- b. particulars of any rights, as respects dividends, to participate in a distribution;
- c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

A separate table must be used for each class of share.